

MAY 10 2001

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

Michael N. Milby, Clerk
Laredo Division

172

01-35220-~~15~~-11

IN RE:

AGRIFOS FERTILIZER L.P.,
AGRIFOS L.L.C.,
AGRIFOS MINING L.L.C.,
BEDROCK HOLDINGS, LLC,
AGRIFOS FERTILIZER GP L.L.C.,
AGRIFOS FERTILIZER LP L.L.C.,

Debtors.

CASE NO. _____
CASE NO. _____
CASE NO. _____
CASE NO. _____
CASE NO. _____
CASE NO. _____

Jointly Administered
Under Case No. _____

**ORDER GRANTING EMERGENCY HEARINGS
ON CERTAIN MOTIONS OF DEBTORS**

Upon consideration of the Emergency Motion of Agrifos Fertilizer L.P., Agrifos L.L.C., Agrifos Mining L.L.C., Bedrock Holdings, LLC, Agrifos Fertilizer GP L.L.C., Agrifos Fertilizer LP L.L.C., and Agrifos Fertilizer LP L.L.C., debtors and debtors-in-possession ("Debtors"), requesting expedited hearings on certain Motions filed by the Debtors; and sufficient cause appearing therefore

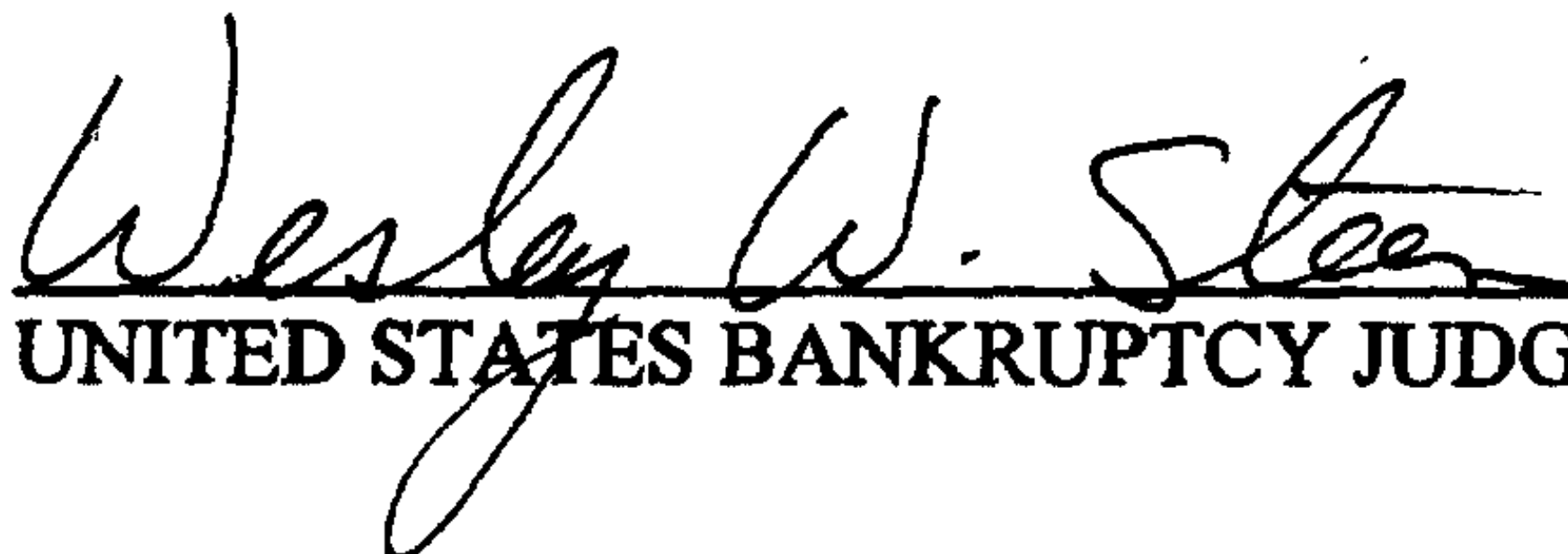
IT IS HEREBY ORDERED THAT:

Emergency hearings will be held on May 9, 2001 at 11:00 A.m. in the United States Bankruptcy Court for the Southern District of Texas, Houston Division, Courtroom Number 400, United States Courthouse, 515 Rusk Avenue, Houston, Texas 77002 on the following motions filed by the Debtors:

1. Stipulation and Order Authorizing Debtors to Use Cash Collateral Pursuant to 11 U.S.C. § 363(c)(2)(B) on a Limited Basis.
2. Motion for Order Authorizing Maintenance of Pre-petition Cash Management System, Bank Accounts and Deposit and Investment Guidelines and Use of Existing Business Forms.

3. Motion for Order Authorizing Payment of Prepetition Compensation, Employee Benefits, Employee Reimbursements, Withholding Taxes, and Directing Banks to Honor Prepetition Checks.
4. Motion for Order Authorizing Payment to Critical Trade Vendor.
5. Motion of the Debtors for Order Providing Adequate Assurance to Utility Companies.
6. ~~Application for Order Pursuant to Section 327(a) of the Bankruptcy Code Authorizing the Employment and Retention of Akin, Gump, Strauss, Hauer & Feld, L.L.P.~~
7. Motion of the Debtors for Order Pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure Directing Joint Administration of Cases.
8. Motion for an Interim Order Authorizing Debtors in Possession to Enter Into Post-Petition Financing Agreement and Obtain Post-Petition Financing Pursuant to Sections 363 and 364 of the Bankruptcy Code and Granting Liens, Security Interests and Super Priority Claims.

DATED: May 9, 2001


UNITED STATES BANKRUPTCY JUDGE

AFTER ENTRY PLEASE RETURN TO:

H. Rey Stroube, III
Akin, Gump, Strauss, Hauer & Feld, L.L.P.
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